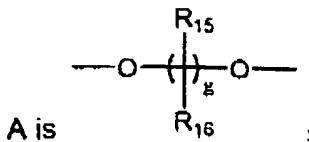


RECEIVED  
JULY 1 2002  
U.S. PATENT AND TRADEMARK OFFICE  
CENTER 1600/2900

Ar I is fused arylheterocyclenyl, fused arylheterocyclyl, heteroaryl, fused heteroarylcycloalkenyl, fused heteroarylcycloalkyl, fused heteroarylheterocyclenyl, or fused heteroarylheterocyclyl, all of which are optionally substituted;

Ar II is optionally substituted phenyl;



A is ;

B and E are a chemical bond;

a is 0-6;

b is 0-4;

c is 0;

d is 0;

g is 1-5;

R<sub>1</sub>, R<sub>2</sub>, R<sub>3</sub> and R<sub>4</sub> are, independently, hydrogen, halogen or alkyl;

Z is R<sub>21</sub>O<sub>2</sub>C-, R<sub>21</sub>OC-, -CN, R<sub>21</sub>O<sub>2</sub>SHNCO-, R<sub>21</sub>O<sub>2</sub>SHN-, (R<sub>21</sub>)<sub>2</sub>NCO- or R<sub>21</sub>O-; and

R<sub>21</sub> is independently hydrogen, alkyl, aryl, cycloalkyl, or aralkyl;

R<sub>15</sub>, R<sub>16</sub> are independently hydrogen, alkyl, aralkyl, carbonyl, or alkoxy carbonyl; or a pharmaceutically acceptable salt thereof, an N-oxide thereof, a hydrate thereof or a solvate thereof.

2. (Amended) A compound according to claim 1 wherein Ar I is optionally substituted azaheteroaryl, or optionally substituted fused arylheterocyclenyl or optionally substituted fused arylheterocyclyl.

3. (Amended) A compound according to claim 1 wherein a = 0; R<sub>15</sub> and R<sub>16</sub> are hydrogen; g is 1, 2, 3 or 4; and b = 0.

*C4*  
*Sub E2*  
15. (Amended) A compound according to claim 1 wherein Z is  $R_{21}O_2SHNCO-$ , and  $R_{21}$  is phenyl.

*Sub D*  
29. (Amended) A compound according to claim 1 wherein Z is  $-CO_2H$  or  $-CN$ .

*Sub D*  
30. (Twice Amended) A compound according to claim 1 wherein Ar 1 is an optionally substituted quinolinyl, quinoxalinyl, quinazolinyl, isoquinolinyl, N-alkyl-quinolin-4-onyl, quinazolin-4-onyl, benzoxazolyl, benzimidazolyl, benzothiazolyl, benzofuranyl, benzothiophenyl, indolyl, oxazolyl, thiazolyl, oxadiazolyl, isoxazolyl, imidazolyl, pyrazol-yl, thiadiazolyl, triazolyl, pyridyl, pyrimidinyl, pyrazinyl or pyridazinyl group, wherein the substituent is a ring system substituent.

*Sub E3*  
31. (Twice Amended) A compound according to claim 1 wherein Ar 1 is unsubstituted quinolin-2-yl, 3-substituted quinolin-2-yl, 4-substituted quinolin-2-yl, 6-substituted quinolin-2-yl or 7-substituted quinolin-2-yl; an unsubstituted quinozalin-2-yl, 3-substituted quinozalin-2-yl, 6-substituted quinozalin-2-yl or 3,6-disubstituted quinozalin-2-yl; unsubstituted quinazolin-2-yl, 4-substituted quinazolin-2-yl or 6-substituted quinazolin-2-yl; unsubstituted isoquinolin-3-yl, 6-substituted isoquinolin-3-yl or 7-substituted isoquinolin-3-yl; 3-substituted-quinazolin-4-on-2-yl; N-substituted quinolin-4-on-2-yl; 2-substituted-oxazol-4-yl or 2,5-disubstituted-oxazol-4-yl; 4-substituted-thiazol-4-yl; 4,5-disubstituted-oxazol-2-yl; 2-substituted-thiazol-4-yl or 2,5-disubstituted-thiazol-4-yl; 5-substituted-[1,2,4]oxadiazol-3-yl; 3-substituted-imidazol-2-yl; 2-substituted-thiazol-4-yl; 5-yl or 2,3-disubstituted-imidazol-5-yl; 3-substituted-isoxazol-5-yl; 5-substituted-isoxazol-3-yl; 5-substituted-[1,2,4]thiadiazol-5-yl; 2-substituted-[1,3,4]-thiadiazol-5-yl; 1-2-substituted-[1,3,4]-thiadiazol-5-yl; 2-substituted-[1,3,4]-oxadiazol-5-yl; 1-substituted-pyrazol-3-yl; 3-substituted-pyrazol-5-yl; 3-substituted-[1,2,4]-triazol-5-yl;

*C4*  
*Sub E3*

1-substituted-[1,2,4]-triazol-3-yl; 3-substituted pyridin-2-yl, 5-substituted pyridin-2-yl, 6-substituted pyridin-2-yl or 3,5-disubstituted pyridin-2-yl; 3-substituted pyrazin-2-yl, 5-substituted pyrazin-2-yl, 6-substituted pyrazin-2-yl or 3,5 disubstituted-pyrazin-2-yl; 5-substituted pyrimidin-2-yl or 6-substituted-pyrimidin-2-yl; 6-substituted-pyridazin-3-yl or 4,6-disubstituted-pyridazin-3-yl; unsubstituted -benzothiazol-2-yl or 5-substituted-benzothiazol-2-yl; unsubstituted benzoxazol-2yl or 5-substituted-benzoxazol-2yl; unsubstituted -benzimidazol-2-yl or 5-substituted-benzimidazol-2-yl; unsubstituted -thiophen-2yl, 3-substituted -thiophen-2yl, 6-substituted -thiophen-2yl or 3,6-disubstituted-thiophen-2yl; unsubstituted -benzofuran-2-y, 3-substituted-benzofuran-2-yl, 6-substituted-benzofuran-2-yl or 3,6-disubstituted-benzofuran-2-yl; 3-substituted-benzofuran-6-yl or 3,7-disubstituted-benzofuran-6-yl, wherein the substituent is a ring system substituent.

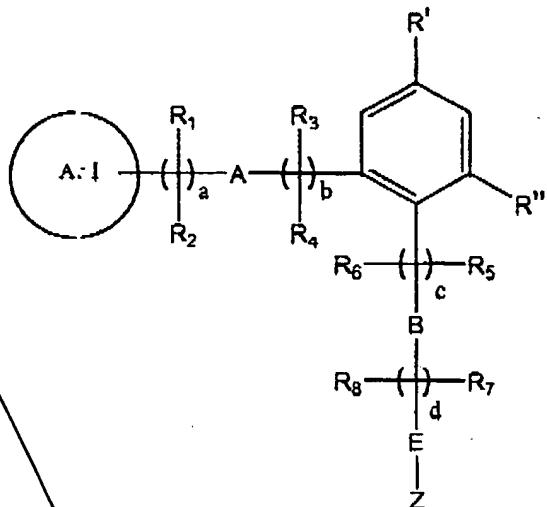
*C5*

54. (Amended) A method of treating a patient suffering from a physiological disorder capable of being modulated by a compound according to claim 1 having PPAR ligand binding activity, comprising administering to the patient a pharmaceutically effective amount of the compound.

*Sub D4*

55. (Twice Amended) A method according to claim 54 wherein the disorder is associated with a physiological detrimental blood level of insulin, glucose, free fatty acids, or triglycerides.

97. (Amended) A compound as claimed in claim 1, which is of formula



wherein

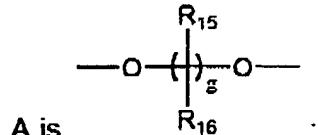


is optionally substituted heteroaryl;

$\text{a} = 1$ ;

$\text{b} = 0$ ;

$\text{R}_1, \text{R}_2, \text{R}_3, \text{R}_4$  are hydrogen



A is ;

$\text{R}_{15}, \text{R}_{16}$  are hydrogen;

$\text{c} = 0$ ;

$\text{d} = 0$ ;

$\text{g} = 2, 3, 4$  or  $5$ ;

B and E are a chemical bond;

Z is  $\text{R}_{21}\text{O}_2\text{C}-$ ,  $\text{R}_{21}\text{OC}-$ , or  $\text{R}_{21}\text{O}-$ ;

$\text{R}_{21}$  is hydrogen, alkyl, aryl, cycloalkyl, or aralkyl;

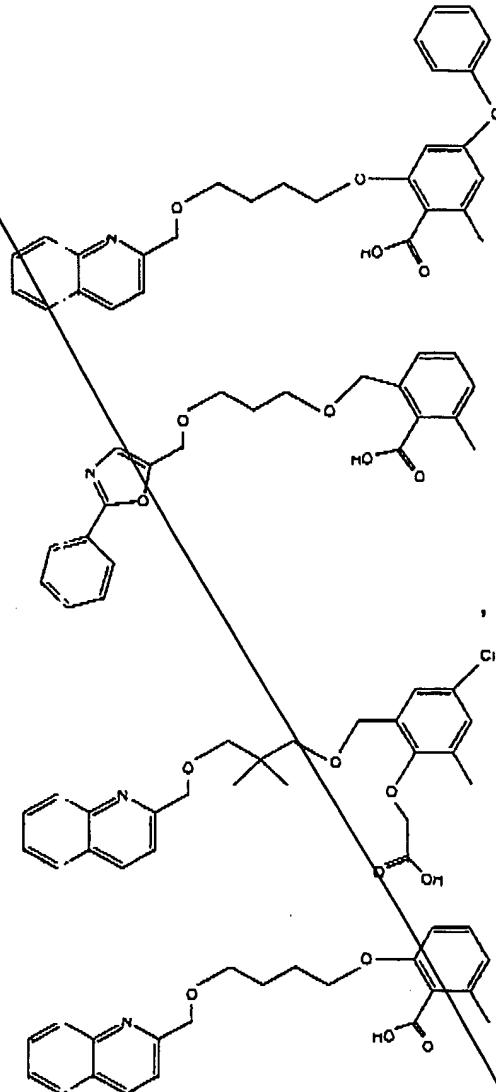
$\text{R}'$  is hydrogen, lower alkyl, halo, alkoxy, aryloxy or aralkyloxy; and

$\text{R}''$  is lower alkyl, hydrogen, aralkyloxy, alkoxy, cycloalkylalkyloxy or halo, or

a pharmaceutically acceptable salt thereof, an N-oxide thereof, a hydrate thereof or a solvate thereof.

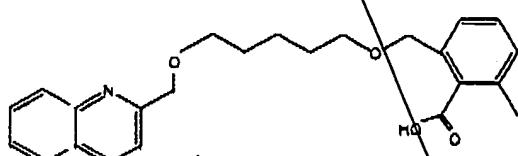
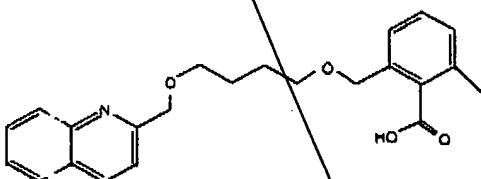
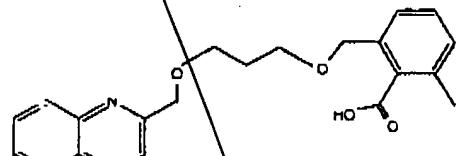
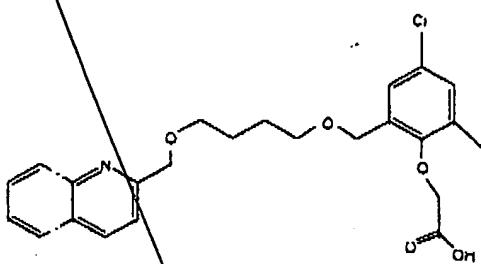
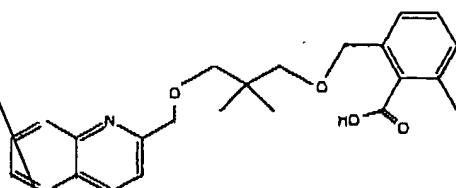
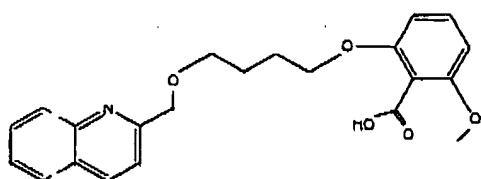
Sub  
C7

102. (New) A compound the according to claim 1, wherein the compound is



GT

Sub  
D10



C